312,

SUPREME COURT OF THE UNITED STATES.

No. 64.

WASHINGTON BRIDGE COMPANY, APPELLTS,

VERSUS

WILLIAM STEWART AND OTHERS.

APPEAL FROM THE CIRCUIT COURT U. S. FOR WASHINGTON, D. C.

INDEX.

	Original.	*Print.*
Style of Court,	2	1
Parties,	2	1
Bill of Complaint,	2	1
Agreement to invest Money,	9	5
Answer of the Company,	10	5
Copy By-Law,	12	6
Exhibit No. 1 by Complainants Dfts.,	24	12
" " 2 " "	25	12
" " 3 " "	26	12
" " 4 " "	30	15
" " 5 " "	31	15
" " 6 " "	"	16
" " 7 " "	32	16
" " 8 " "	33	17
Replication,	34	17
Interrogatories by Deft.,	35	18
J. H. Rileys Answer,	38	20
Cross examinations,	41	21
Decree,	43	22
Bond,	45	22
Citation,	4	24

812

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District of Columbia, to wit:

At a Circuit Court of the District of Columbia begun and held in and for the County of Washington, at the City of Washington, on the fourth Monday of November, being the twenty-sixth day of the same month, in the year of our Lord one thousand eight hundred and thirty-eight, and of the Independence of the United States of America, the sixty-third.

Were present

The Honb. WILLIAM CRANCH, *Chief Judge.*
BUCKNOR THRUSTON, JAMES S. MORSELL, } *Assistant Judges.*
ALEXANDER HUNTER, Esquire, *Marshal.*
WILLIAM BRENT, *Clerk.*

WILLIAM STEWART, JOHN GLENN and others, *vs.* THE WASHINGTON BRIDGE CO. } *In Equity. Nov. Term,* 1838.

In the Records of the proceedings of the said Court, among others are the following, to wit:

Be it remembered, that heretofore, to wit: on the 19th day of May, Anno Domino 1833, the said complainants, by Richard S. Coxe, Esquire, their Solicitor, filed in Court here, the following Bill of Complaint.

To the Honorable the Judges of the Circuit Court of the District

of Columbia in and for the County of Washington sitting as a Court of Chancery:

Humbly complaining, shew unto your honors, your orators, William Stewart, James Stewart, and John Glenn, Stockholders in the Stock of the Washington Bridge Company, in behalf of themselves and others, Stockholders in said Company, who shall come in and seek relief by, and contribute to the expense of this suit, that, by an act of Congress approved on the 5th day of February, in the year of our Lord eighteen hundred and eight, a board of commissioners therein named was created and constituted with full power and authority to open or cause to be opened books for receiving and entering subscriptions for raising a capital stock not exceeding two hundred thousand dollars, in shares of one hundred dollars each, for the purpose of erecting a bridge over the river Potomac between the City of Washington and Alexanders Island, and for the other objects and purposes stated and designated in and by such act of Congress, as reference being thereunto had will more fully and at large appear.

And your orators further shew that in and by said act of Congress, it was further provided that whenever nineteen hundred of the said shares *shares* be subscribed for, all who may then be, or thereafter may become, the actual holders or proprietors of shares in the said capital stock, should be and they were thereby made and created a body politic and corporate by the name and style of the Washington Bridge Company. And your orators further shew, that by the terms and conditions of said charter or act of incorporation the said Washington Bridge Company did in part become a body politic and corporate, and your orators did become and now are proprietors of stock in said company, members of the said body politic and corporate, and as such entitled to a full participation in proportion to their respective interests in and to all the advantages, privileges, emoluments, property and benefits thereof.

And your orators further shew unto your Honors that your orators were owners of said stock and members of the said body politic and corporate on and before the fourteenth day of July in the year eighteen hundred and thirty-two. And they further shew that by an act of Congress approved on the said fourteenth day of July, in the year eighteen hundred and thirty-two, the Secretary of the Treasury of the United States was authorized and required, upon the performance of certain conditions and stipulations therein mentioned and prescribed, to pay to the said Washington Bridge Company the sum of twenty thousand dollars. And your orators further shew that all the conditions and stipulations prescribed in and by said act, as those upon which the said payment was to be made were in fact performed and fulfilled and the said sum of twenty thousand dollars was in fact and in pursuance of said act of Congress last mentioned, paid over by the said Secretary of the Treasury to the said company. And your orators further shew unto your Honors that in by said last mentioned act of Congress, it was further provided that said company should apply and distribute the said sum of twenty thousand dollars in the following manner, that it is to say, first to reimburse the ex-

pences incurred by the said company since the last adjournment of Congress to the stockholders, advancing the same, and the balance among the stockholders, pro rata, on the cost of each share, to the present holder thereof, to be ascertained by the company if necessary by the oath or affirmation of the present holder. All of which provisions of said act of Congress will more fully and particularly appear by reference to the same, and your orators pray that they be had and taken as part of this their bill.

And your orators have heard and believe that the said Washington Bridge Company, or some members of the same purporting to be the said company and to act as the same, have actually received the said sum of twenty thousand dollars, from the said Secretary of the Treasury, and have applied the part thereof to the reimbursement of the expenses incurred by the said company since, the then, last adjournment of Congress. And they allege and charge that all the residue of said twenty thousand dollars was held by the said company in trust for the benefit of all the then stockholders of said company agreeably to the provisions of said act of Congress. But your orators aver that although they were then and still are legally and justly stockholders in said company and members of the said body politic or corporate, and as such entitled to their share or proportion of said money, the said company or the said persons acting or professing to act as said company have, although often requested, refused to recognize the rights of your orators or any of them, have refused to allow or permit them to attend and be present at and vote at the meetings of the stockholders of said company, or to inform them or any of them of the amount so appropriated to reimburse the expenses incurred by said company and provided for in the said act of Congress, or to permit or suffer your orators or any of them to see or read the books and minutes of proceedings of said company, or to ascertain how much of the balance remaining unpaid belongs to them or either of them, or to pay over to them or any of their proportion of what is so held by said company in trust for said stockholders and your orators as aforesaid. But under some unjust, false and illegal pretences they at times allege that your orators never were stockholders in said company, or members of said body politic or corporate, at other times that by some act or acts or proceedings of said company, they have forfeited and lost their rights and priviledges as such stockholders, and at other times that they the said company hold no money in trust for the said stockholders in general, and and your orators in particular. All which acts and doings of the said Washington Bridge Company are inequitable and unjust and tend to the manifest injury of your orators.

For as much therefore as your orators are utterly remediless at and by the strict rules of common law in the premises, but can only have relief in this Honorable Court, sitting as a Court of Chancery.

To the end therefore that the said Washington Bridge Company, may true, full and perfect answer make to all and singular the premises as fully, as if the same were here again repeated, and they thereto specially and particularly interrogated, and particularly may set forth whether your orators and each of them, were not, and when

stockholders in said Company, and members of the said body politic or corporate, and all the grounds and proceedings upon which it is now alleged and pretended that they or either or any of them have forfeited said rights, and that they may set forth and shew a particular account of the sum received from the United States, under the said act or acts of Congress, and how the same has been paid or applied, and how much thereof remains unexpended, and that they may be required to produce all the books and proceedings of the said Company, for the inspection and use of your orators, and that they may ascertain and exhibit what amount of the said balance is applicable to your orators demands, and that they may be directed by your honors to pay over the same in conformity with the trust created and declared in and by said act of Congress, and that your orators, may have other and further relief, as the premises considered may appear to your honors to be consistent with equity and good conscience. May it please your honors, the premises being considered, to grant unto your orators the United States writ of Subpœna to be directed to the said Washington Bridge Company, and to Frederick May, the President, and John H. Reily, the Treasurer of the same, commanding them to be and appear, &c.

COXE *for Complainants, &*
CALVERT *for Complainants.*

Whereupon, Subpœna issued as prayed, returnable to the fourth Monday of March then next.

At which said fourth Monday of March, in the year of our Lord, one thousand eight hundred and thirty-three, came into Court here, the said complainant by their Solicitor aforesaid, and the Marshal of the District aforesaid, to whom the said Subpœna was directed, makes return thereof to the Court here, thus endorsed, to wit:

Subpœna to Defendants.

District of Columbia, to wit:

The United States of America.

To the Marshal of the District of Columbia, Greeting:

You are hereby commanded to summon The Washington Bridge Company, if they shall be found in the county of Washington, that (all excuses set aside) they be and appear before the Circuit Court of the District of Columbia, to be held for the county of Washington in the City of Washington, on the fourth Monday of March inst., to answer the bill of complaint, of William Stewart, John Glenn and others, filed in Court here against them. Whereof fail not at your peril; and have you then and there this precept.

(Witness,) WM. CRANCH, Esq.
Chief Judge of the said Court.

Issued, the 19th day of March, 1833.
WM. BRENT, Clerk,

Summoned Dr. May, President, &
Judge Cranch,
H. Ashton,
Marshal.

Thereupon the said defendant, being so forewarned, appeared in Court here, by Richard Wallack, Esquire, its Solicitor, and thereupon the said cause was regularly continued at rules until the first Monday of May, A. D. 1833, when the said parties by their Solicitor aforesaid, entered into the following agreement to invest the money then in hand in corporation Stock bearing interest, &c.

Agreement to invest money in Corporation Stock.

WM. STEWART, and al,
vs.
THE WASHINGTON BRIDGE CO.

It is by consent of the parties ordered that the money which remains in the hands of the Defendant awaiting the decision of this cause shall *shall* be by the Defendants, immediately invested in the Stock of the corporation of Washington bearing interest and subject to the future order of the Court.

RICHARD WALLACK,
For Def'ts.
RICHARD S. COXE,
For Pla'tffs.

May 2, 1833.

Thereupon the said cause was regularly continued at rules, until the first Monday of March, A. D. 1834, when the said Defendant, by its Solicitor aforesaid, filed in Courts, here the following answer and exhibits, to wit—

Answer of the Bridge Company.

The answer of the Washington Bridge Company to the bill of complaint of William Stewart, James Stewart & John Glenn.

The said Washington Bridge Company reserving all benefit of exception to uncertainties, insufficiencies, imperfections, and untruths in the complainants Bill contained, for answer, to so much thereof as it is bound to answer, says

That it was constituted a body politic and corporate by the Act of Congress of the 5th of February, in the year 1808, for the purposes therein mentioned, which act is referred to and prayed to be taken as a part of this answer, that two thousand shares of stock were subscribed, and the bridge was erected in the manner provided for in and by the said act; that eight of the said shares were duly forfeited to the Company, on the first day of June, 1809, for non-payment of the instalments then due thereon, none of which said eight forfeited shares whatever did at any time belong to the complainants, or any of them. That by the first section of the said Act, the subscription was to be for raising a capital stock not exceeding two hundred thousand dollars, in shares of one hundred dollars each, for the purpose of erecting a bridge, &c. and making such other incidental works and defraying such other incidental expenses, as should be required by that Act, or deemed necessary or expedient by the company.

That by the 4th section of the said act, it is provided, "that the said company shall have power to prescribe and regulate the powers

and duties of the said directors, and of all other officers of the company, "and the directors of the said company to be elected in pursuance of this act, shall, unless sooner displaced by the said company, continue in office until the first Monday of January next, succeeding their election, and from that time until a new election shall be made by the company."

The said company further answering, saith,

That at the first meeting of the Stockholders duly held in the city of Washington, on the 2d of May, 1808, the said company made a "by-law, prescribing the powers and duties of the directors of the Washington Bridge Company, and for other purposes," by which it was enacted,—"That all the powers and duties conferred on or assigned to the said company, by the act of incorporation, and not herein after specified or excepted, be, and the same hereby are conferred on, or assigned to, the directors, or a majority of them," and the said company saith the powers and duties therein after specified or excepted related only to the compensation to the directors and other officers of the company, to the bond and security to be required of the Treasurer, and to the depositing and drawing money, as will more fully appear by a copy of the said by-law herewith exhibited and marked, No. 1.

Copy of the By Law.

A By Law, prescribing the powers and duties of the directors of the Washington Bridge Company, and for other purposes. Passed 2d May, 1808.

Be it enacted by the Washington Bridge Company, that all the powers and duties conferred on or assigned to the said company, by an act entitled "an act authorizing the erection of a bridge over the river Potomac, within the District of Columbia, and not hereinafter specified or excepted, be and the same hereby are conferred on or assigned to the directors, or a majority of them. Sec. 2. And be it enacted, that the directors shall receive no compensation for their services. That the Treasurer shall receive in compensation for his services, at a rate not exceeding two hundred dollars per annum, until the 1st day of January next, or until the next legal meeting of the company, and that the clerk shall receive in compensation for his services for the same period, at a rate not exceeding three hundred dollars per annum, the sum in both cases to be fixed by the Directors.

Sec. 3. And be it enacted, that the fixing the compensation allowed to the Treasurer and Clerk, subsequent to the periods recited in the section, be reserved to the company.

Sec, 4. And be it enacted, that the Treasurer shall before he enters on the duties of his office, give bond to the company jointly with two sufficient sureties, to be approved by the directors in the sum of twenty five thousand dollars.

Sec. 5. And be it enacted, that all the monies received by the Treasurer, shall be forthwith deposited in some one or more banks within the District of Columbia, in the name and subject only to the

draft of the directors, signed by their President and attested by the Clerk.

Truly copied from the Record Book of the Washington Bridge Company. 19th March, 1834.

JOHN H. REILY,
Clerk and Treasurer.

Which said by-law has ever since remained in full force, and is prayed to be taken as a part of this answer. And the said company further saith, That by the 8th section of their said act of incorporation, it is provided "that the amount of each share shall be paid by instalments of ten dollars, at such times as the said company shall direct. And in case any instalment or instalments shall not be paid at the time appointed by the said company, or within ten days thereafter, the same may be recovered, in the *in the* name of the said company by warrant from a Justice of the Peace, if the amount due shall not exceed twenty dollars; and if the sum due shall exceed twenty dollars, the same may be recovered by motion, in the name of the said company, on ten days notice, in any court of record in the County or District, where the debtor shall be found; and in all such warrants and motions, the certificate of the Clerk of the said company, authenticated by the President, under the common seal of the said company, shall be conclusive evidence of the Defendant being a member of the company, and prima facie, evidence of the amount due, on the shares held by such Defendant, and if such instalment or instalments be not paid within sixty days after the time limited, for the payment of the same, and advertised for four weeks, successively in one or more Gazettes published in Washington, Alexandria, or Georgetown, the president and directors of the said company may proceed to forfeit, for the use of the said company, the share or shares, of the person so failing to pay."

And the said Company further saith,

That by the 13th section of their said act of incorporation, it was made the duty of the company to keep the bridge in good repair, under a penalty of 500 dollars, and by the 12th section, if it should remain so out of repair for two years, as to be unsafe for traveling, the company would be liable to forfeit its charter.

And the said company further saith,

That on or about the 23d day of February, in the year 1831, a very large part of the said bridge was broken up and carried away by the ice and flood, so that in order to repair the same it became necessary for the company to call upon the stockholders to pay an instalment of ten dollars on each share of the stock. That, accordingly, there having been only five instalments of the capital stock (of ten dollars on each share) before called for, the company at a meeting of the stockholders duly held in the city of Washington, on Friday the 8th day of April, 1831, after having authorized the President and Directors to repair the Bridge, unanimously Resolved and ordered as follows, viz.: that the President and directors be authorized to borrow on the credit of the company the moneys which they may

deem necessary for repairing the bridge, not exceeding twenty thousand dollars, and in case of not obtaining such loan or loans, that they are directed to call for an instalment of ten dollars on each share; the said instalment if called for, to be payable on the first Monday of May next, to the treasurer of the Company. It being understood, that as the whole of this sum will not be then wanted, no suit will be instituted or forfeiture incurred in respect to proprietors who shall, on each share, pay, on that day one dollar and a like sum on the first Monday of every month thereafter. And in case any proprietor shall pay a sum beyond the amount so payable on the first Monday of each month, he shall be allowed a discount for such anticipated payment at the rate of six per cent per annum," as will more fully appear by reference to a copy of the notice, advertisement and proceedings of the said meeting herewith exhibited, marked (No. 2) which is prayed to be received and taken as part of this answer.

And the said company further saith, that the President and Directors, not having been able to borrow, on the credit of the company, the moneys which they deemed necessary for repairing the bridge not exceeding twenty thousand dollars, proceeded on the 22d day of April, 1831, as directed by the said resolve of the stockholders of the 8th of April, to call for an instalment of ten dollars on each share of stock payable on the first Monday of May, 1831, to the Treasurer of the company, and caused the same to be advertised four weeks successively in the gazette called the National Intelligencer, published in Washington, and in the Phenix Gazette, published in Alexandria; as will more fully appear by a copy of the advertisement and certificate herewith exhibited marked (No. 3) and prayed to be taken as part of this answer, that the said complainants, were at that time to wit: on the said first Monday in May, 1831, and continued to be until the forfeiture of their respective shares as hereinafter mentioned, stockholders in the said company, that is to say, the said William Stewart held fifty shares, the said James Stewart twenty-five shares, and the said John Glenn one hundred and fifty-six shares. And the said company further saith, that although the said instalment was called for, payable on the first Monday in May, 1831, yet it was understood, and so advertised, that as the whole sum would not be then wanted, no suit would be instituted, or forfeiture incurred, in respect to the proprietors who should on that day pay one dollar on each share and the like sum on the first Monday of every month thereafter, so that in effect the payments were extended over ten months, viz.: to the first Monday of February, 1832. And the said company further saith, That neither of the complainants having paid any part of the said instalment upon any of the shares by them respectively held, they were, and each of them was, in the month of September, 1831, by a printed circular letter, signed by the Treasurer of the said company, by the order of the President and Directors thereof, notified of the amount then due from each of them respectively, and requested to pay the same forthwith. And thereafter to pay with punctuality the sums that would become payable on the first Mouday of the succeeding months, at the foot of which circular letters were sta-

ted the sums respectively due, and to become payable on account of the said instalment. Copies of which circular letters are herewith filed, marked (No. 4) (No. 5) & (No. 6) and prayed to be taken as part of this answer, and the said company further saith,

That on the 31st day of May, 1832, long after the expiration of the sixty days after the time so limited, and advertised for the payment of the said instalment the said complainants having paid no part thereof on any of the shares so holden by them respectively as aforesaid, and preferring, as it was understood by the President and Directors, to forfeit their shares, rather than pay any more money upon them, and being indebted to the said company on account of the said instalment, viz.: the said William Stewart, in the sum of five hundred dollars, the said James Stewart, in the sum of two hundred and fifty dollars, and the said John Glenn, in the sum of fifteen hundred and sixty dollars, were notified by a printed circular letter, dated on the 29th of May, 1832, and signed by the Treasurer of the said Company by order of the President and Directors, that their shares would be forfeited unless the payments upon the said instalments should be made within two weeks from that date. These letters were respectively directed to William Stewart, at Annapolis, Md., to James Stewart, at Baltimore, Md., and to John Glenn, at Baltimore, Md., and were put into the post office at Washington, D. C. on the 31st of May, 1832, as will more fully appear by a copy of one of the said circular letters herewith filed marked (No. 7) which with the certificate of John H. Reily, treasurer of the company, written thereon, are prayed to be taken as part of this answer. And the said company further saith,

That after the expiration of two weeks after the said 29th day of May, 1832, the date of the said circular letters last mentioned, viz.; on the 21st day of June, 1832, neither of the said complainants having paid any part of the said money due from them respectively, for or on acccunt of the said instalments, the President and Directors of the said company, proceeded to forfeit, for the use of the said Company, the shares of the said stock so held by the complainants respectively, agreeably to the power vested in the said President and Directors, by the eighth section of the aforesaid act of Congress, of the 5th of February, 1808; they the said Complainants having failed to pay as aforesaid, as will more fully appear by reference to the proceedings of said President and Directors, on the said 21st day of June, 1832. A copy whereof is herewith filed marked (No. 8) and prayed to be taken as part of this answer. And the said company further saith, that after the forfeiture of the said complainants, said shares as aforesaid, to wit: on the 14th of July, 1832, an act of Congress was passed, entitled "an Act providing for the purchase by the United States, of the rights of the Washington Bridge Company, in the District of Columbia, and for the erection of a public bridge on the site thereof," by which act it is enacted that if the company should convey to the United States, the bridge, &c. within two calender months from the passing of that act, which the company was thereby authorized to do, the Secretary of the Treasury should pay the

company twenty thousand dollars; provided certain valuers, to be appointed by the President of the United States, should value the property at 20,000 dols., which said valuers were so appointed, and valued the said property at that sum. And the said company conveyed the same to the United States, and received the said sum of twenty thousand dollars on or about the fifteenth day of August, 1832.

And the said company further saith, that by the 4th section of the said act it was enacted that the said company should apply and distribute the said sum of twenty thousand dollars in the following manner, viz.: first to reimburse the expenses incurred by the company since the then last adjournment of Congress, to the stockholders advancing the same; and the balance among the stockholders *pro rata* on the cost of each share to the *then present* holder thereof, to be ascertained by the company if necessary, by the oath or affirmation of the then present holder.

And the said company further saith, that neither of the said complainants advanced any part of the expenses incurred by the company after the adjournment of Congress mentioned in the said 4th section of the said act, and that neither of the said complainants was a stockholder in the said company, on the said 14th day of July, 1832, when the said act was passed, and therefore that neither of the said complainants is entitled to any part of the said sum of twenty thousand dollars so received by the said company, under the said act, or to call the said company to account therefor. And the said company pray the benefit of so much of this their answer as goes in bar of the relief and discovery sought for by the complainants bill, as if it had been pleaded thereto, and the said company further saith,

That the complainants had no equitable claim to participate in the said fund of twenty thousand dollars, for they have altogether failed in the discharge of their duty to the company by withholding their aid when required to repair the Bridge, and by laying by to take advantage of the funds and exertions of the other stockholders, if they should be successful, without running the risk of advancing their own money; and thereby so disheartening them as to induce them to sell the bridge to the United States at an immense sacrifice, when if the complainants (as others, who like them refused to pay the instalment,) had promptly paid it, the bridge would no doubt have been thoroughly and substantially repaired, and the stock would have become very valuable. That many of the stockholders promptly paid up the instalment as it was required to the amount of $\$10{,}561,\frac{55}{100}$ which sum was expended by the company between the 3d of March, 1831, (which was the end of the session) and the 14th of July, 1832, the date of the act of Congress aforesaid, and has been reimbursed to the stockholders advancing the same agreeably to the provisions of the 4th section of the said act. On which sums the stockholders advancing the same, have entirely lost the interest that the company had also expended in the repairs of *of* the Bridge, the unclaimed dividends of tolls due to the stockholders to the amount of $\$568.\frac{25}{100}$ which the company was bound to reimburse, which sums, together with two or

three small debts due by the company, being deducted from the said sum of twenty thousand dollars, left the sum of $8597,$\frac{98}{100}$ to be divided among the stockholders *pro rata* on the cost of each share to the then present holder thereof according to the provisions of the said 4th section of the said act of the 14th of July, 1832. The said company further saith, that having been informed of the claim of the complainants (and some others whose shares had been forfeited as aforesaid) to participate in the said fund, and being willing that their claim should be fairly investigated and decided by any proper judicial Tribunal, the said company directed that a dividend of ten per cent only, upon the cost of each share to the then present holder, should be paid to those stockholders whose shares had not been forfeited as aforesaid, leaving a sum, undistributed, sufficient to pay a like per cent upon the forfeited shares if the holders thereof should be entitled thereto, which sum has, by consent of the parties to this suit, been invested in a productive fund to await the final decision of this cause. And the said company further saith, that the whole number of shares forfeited on the 21st of June, and 12th of July, 1832, for non-payment of the instalments was 473, the remaining shares not forfeited, were 1519.

The preceding statements and admissions are made by the said company without in any manner admitting the right of the complainants, either to the relief or to the discovery which they seek in and by their said bill, and under a protest that the said complainants have no such right, for the said company again denies that the said complainants or either of them was or were owner or owners of stock in the said company on the said fourteenth day of July, in the year eighteen hundred and thirty-two, or at any time thereafter, and admits that the said company has not paid the complainants any part of the said sum of twenty thousand dollars, and has refused to pay them any part thereof, for the reasons aforesaid, and has refused, ever since the said forfeiture of the said shares to recognize the complainants or either of them as members of the said company, and has refused to allow or permit them to attend and be present at, and to vote at, the meetings of the Stockholders of the said company, and to inform them of the amount appropriated to reimburse the expenses incurred by the said company, and provided for in the said act of Congress, and to permit them to see and read the books and minutes of proceedings of the said company, or to ascertain the balance remaining unpaid, as the said company is advised it had a right to do.

Wherefore the said company, denying all fraud and combination, prays to be hence dismissed with costs, &c. In witness whereof and that the above and foregoing is the answer of the said Washington Bridge Company, I, Frederick May, president thereof, have hereunto affixed the corporate seal of the said company, and do hereunto subscribe my name, this eighteenth day of March, eighteen hundred and thirty-four.

[SEAL.] FREDK. MAY, *President*
Of the Washington Bridge Co.

JNO. H. REILY,
Clerk and Treasurer.

(Exhibit No. 1.)

A By-law prescribing the powers and duties of the Directors of the Washington Bridge Company, and for other purposes—(passed 2nd May, 1808.) Be it enacted by the Washington Bridge Company that all the powers and duties conferred on, or assigned to the said company, by an act entitled "An act authorizing the erection of a bridge over the river Potomac, within the District of Columbia; and not hereinafter specified or excepted, be and the same hereby are conferred on, or assigned to the directors, or a majority of them.

Sec. 2. And be it enacted, that the directors shall receive no compensation for their services; that the treasurer shall receive in compensation for his services, at a rate not exceeding two hundred dollars per annum, until the 1st day of January next, or until the next legal meeting of the company; and that the clerk shall receive in compensation for his services for the same period, at a rate not exceeding three hundred dollars per annum; the sum in both cases to be fixed by the directors.

Sec. 3. And be it enacted, that the fixing the compensations allowed to the treasurer and clerk, subsequent to the periods recited in the Second Section be reserved to the company.

Sec. 4. And be it enacted, that the treasurer shall before he enters on the duties of his office, give bond to the company jointly, with two sufficient sureties, to be approved by the directors, in the sum of twenty-five thousand dollars.

Sec. 5. And be it enacted, that all the monies received by the treasurer, shall be forthwith deposited in some one or more banks within the District of Columbia, in the name, and subject only to the drafts of the directors, signed by their president and attested by the clerk.

Truly copied from the Record Book of the Washington Bridge Company. 19th March, 1834.

JOHN H. REILY;
Clerk and Treasurer.

(Exhibit No. 2.)

A meeting of the Washington Bridge Company was held on Friday, the 8th day of April, 1331, at 11 o'clock in the forenoon. Present the following stockholders, in person or by proxy, viz: (see schedule annexed, amounting to 1386 shares, being two-thirds, and more of the whole number of shares. Daniel D. Arden, was appointed Chairman, and J. B. Ladd, Secretary.

The annexed original notice of the meeting was produced, and its due publication authenticated.

It was shewn that the call for the meeting was at the instance and request of one-third of the whole number of stockholders.

On motion it was Resolved,

That the President and Directors of the Company, be, and they are hereby authorized to repair the Washington Bridge; and on motion it was further unanimously resolved and ordered,

That the President and directors be authorized to borrow upon the Credit of the Company, the moneys which they may deem necessary for repairing the Bridge, (not exceeding twenty thousand dollars,) and in case of not obtaining such loan or loans, that they are directed to call for an instalment of ten dollars on each share. The said instalment if called for, to be payable on the first Monday of May next, to the Treasurer of the Company. It being understood that as the whole of this sum will not be then wanted, no suit will be instituted, or forfeiture incurred, in respect to proprietors, who shall on each share, pay on that day one dollar, and a like sum on the first Monday of every month thereafter; and in case any proprietor shall pay a sum beyond the amount so payable on the first Monday of each month, he shall be allowed a discount for such anticipated payment, at the rate of six per cent per annum.

Attest, (Signed.) J. B. LADD, *Sec'y.*
(Signed.) D. D. ARDEN, *Chairman.*

Schedule or list of Stockholders present at the meeting of the Company, on the 8th of April, 1831.

Arden, Daniel D	7	shares
Bank of Washington	206	do
Bank of Potomac	3	do
Bradley, W. A.	105	do
The same trustee	12	do
Butler Laurence, (Estate)	20	do
Bomford, George	10	do
Brent, William	5	do
Burns, Benjamin	8	do
Cazenove, Anthy C.	35	do
Coyle, John Sr.	30	do
Ingle, Henry	10	do
Ladd, Sarah E.	24	do
Ladd, Sarah	16	do
Keith, James	114	do
May, Fredk.	203	do
May, Smith & Bradley	190	do
McKenna, James L.	17	do
Miller, Morda	9	do
Reily, S. W.	10	do
Rotchford, Barthl.	5	do
Smith, S. H.	120	do
Smith, Richard	170	do
Taylor, Thomas	10	do
Weightman, R. C.	47	do
	Shares 1386	

Truly copied from the Record Book of the Washington Bridge Company. 19 Mar. 1834.

JNO. H. REILY,
Clerk and Treasurer.

Washington Bridge Company.

Notice is hereby given to the proprietors of shares in the Washington Bridge Company, that a meeting of the said company will be held, at the City Hall in Washington City, on Friday, the eighth day of April next, at 11 o'clock, A. M. to take measures for repairing the said Bridge; and any other business pertaining to the said company.

By order of the Board of Directors, and the proprietors of one-third of the shares subscribed for.

FREDK. MAY,
President of the Washington Bridge Co.

Mar 17 a Apl. 8.

(Phen Gaz.)

Office National Intelligencer,
Nov. 30th, 1836.

We hereby certify that the advertisement of which the above is a true copy, was inserted in the National Intelligencer, daily from the 17th day of March, 1831, to the 8th day of April following.

GALES & SEATON.

At a meeting of the Stockholders of the Washington Bridge Company held on Friday the 8th day of April, 1831, it was

Resolved, that the President and Directors be directed to call on the Stockholders for an instalment of ten dollars on each share, the said instalment to be payable on the first monday of May next to the Treasurer of the Company, at the Bank of Washington in Washington City. It being understood, that as the whole of this sum will not then be wanted, no suit will be instituted, or forfeiture incurred, in respect to proprietors who shall on each share pay on that day one dollar, and a like sum on the first monday of every month thereafter.

And in case any proprietor shall pay a sum beyond the amount so payable on the first monday of each month, he shall be allowed a discount for such anticipated payment at the rate of six per cent per annum.

Now therefore in pursuance of the above directions, the Stockholders of the Washington Bridge Company, are hereby notified, that an instalment of ten dollars on each share, is now called for, payable in the manner set forth in the above resolution.

By order of the President and Directors.

JON. H. REILY,
Treasurer.

April 22d, 1831.

The Alexandria Gazette will publish the above daily for one month.

Office Nat. Intelligencer,
Feb. 19, 1834.

We hereby certify that the advertisement of which the foregoing is a true copy, was published in the National Intelligencer, daily for one month, commencing April 22, 1831.

For GALES & SEATON,
THO. DONOHO.

(Exhibit No. 4.)

City of Washington,
12*th September*, 1831.

You are hereby requested to pay forthwith, the annexed sum due on your stock in the Washington Bridge Company, agreeably to the public notice heretofore given. And hereafter to pay with punctuality the sums that shall be payable on the first Monday in each month.

By order of the President and Directors.

JOHN H. REILY,
Treas. & Clk. of the Washington Bridge Comp'y.

The amount now due is $250.
The amount payable on the first Monday in each month, is $50.

18 Feby., 1834.

W. STEWART,

A printed notice similar to the above was deposited in Post Office, Washington, directed to W. Stewart, Annapolis Md., during the month of September, 1831.

JNO. H. REILY,
Tr. W. B. Co.

(Exhibit No. 5.)

City of Washington,
12 *September*, 1831.

You are hereby requested to pay forthwith the annexed sum due on your stock in the Washington Bridge Company, agreeably to the public notice heretofore given: And hereafter to pay with punctuality, the sums that shall be payable on the first Monday in each month.

By order of the President and Directors.

JNO. H. REILY,
Treas. & Clk. of the Washington Bridge Comp'y.

The amount now due is $125.
The amount payable on the first Monday of each month is $25.

JAMES STEWART.

18 Feby., 1834.

A printed notice similar to the above was deposited in Post Office, Washington, directed to James Stewart, Balt. Md., during the month of September, 1831.

JNO. H. REILY, *Treasurer,*
W. Bridge Co.

(Exhibit No. 6.)

City of Washington,
12 *September*, 1831.

You are hereby requested to pay, forthwith, the annexed sum due on your stock in the Washington Bridge Company, agreeably to the public notice heretofore given: And hereafter to pay with punctuality, the sums that shall be payable on the first Monday in each month.

By order of the President and Directors.

JNO. H. REILY,
Treas. & Clk. of the Washington Bridge Company.

The amount now due is $780.
The amount payable on the first Monday of each month is $156.
JOHN GLENN.

18 Feby., 1834.

A printed notice similar to the above was deposited in Post Office, Washington, directed to Jno. Glenn, Balto. Md., during the month of September, 1831.

JNO. H. REILY,
Tr. W. B. Co.

(Exhibit No. 7.)

Washington, May 29th, 1832.

Sir, You will please to take notice, that at a meeting of the Board of Directors of the Washington Bridge Company, held this day, the following resolution was adopted: Resolved, that those Stockholders who have made no payment on the instalment lately called for, be advised by letter, that their shares will be forfeited unless such payments be made within two weeks from this date."

Respectfully,

JNO. H. REILY,
Treasurer of the W. Bridge Company.

I hereby certify that similar printed notices to the above were deposited in the Post Office at Washington City, D. C. on the 31st day of May, 1832, directed to James Stewart and John Glenn, Baltimore, Md., and to William Stewart, Annapolis, Md.

JNO. H. REILY,
Treasurer of the W. Bridge Company.

(Exhibit No. 8.)

21 *June*, 1832.

The President and Directors met according to adjournment—All present.

The Treasurer having given the notice required at the last meeting, to delinquent stockholders, of the resolutions then adopted, the following preamble and resolution was unanimously adopted,

Whereas the Washington Bridge Company, at a meeting of the stockholders duly called and holden on the 8th day of April, 1831, at the Aldermen's Chamber, in the City Hall, within the city of Washington, (the place and time of the said meeting having been previously advertised for three weeks successively in the National Intelligencer, being a Gazette in the city of Washington, required an instalment of ten dollars upon each share of the stock of the said company, to be paid to the Treasurer of the company, on or before the first monday of February, 1832, of which, due notice was given, by advertisement, more than four weeks successively, in the National Intelligencer, a Gazette published in the city of Washington.

And whereas more than sixty days have expired since the time so limited, for the payment of the said instalment, and advertized for four weeks successively in the said National Intelligencer, and no part of the said instalment has been paid, upon the following shares, that is to say upon

20	shares	standing on the books of the Comp'y in name of Rob. Brent.
10	do	-in name of James Claxton.
7	do	- G. Coombe.
156	do	- Jno. Glenn.
4	do	- Rezin Orme.
60	do	Rd. Smith for Danl. Carroll, of Dn.
50	do	- Wm. Stewart.
25	do	- James Stewart.
17	do	- Thomas Taylor.
3	do	- H. T. Weightman.
10	do	- Susan Williams.

It is therefore resolved, by the President and Directors of the Washington Bridge Company that the said shares of stock, and each of the said shares, are, and is hereby forfeited for the use of the said company.

Truly copied from the Record book of the Company, 19 March, 1834.

JNO. H. REILY, *Clerk*
& Treasurer.

Whereupon, on motion of the said defendant by its solicitor aforesaid it was ruled by the Court here, that the said complainants enter a General Replication to the answer aforesaid, or in default thereof that the said Bill be dismissed.

Thereupon the said cause was regularly continued at Rules until

the first Monday of January, 1836, when the said complainants by their said Solicitors aforesaid filed in Court here, the following Replication, to wit:

These Complainants saving and reserving to themselves all and all manner of exceptions, &c. for replication to the answer of said defendants, saith that they do and will aver, maintain and prove their said Bill to be true and sufficient in the law to be anwswered unto by said defendants, and that the answer is very uncertain, evasive and insufficient in the law to be replied unto by the repliants without that, ss.

R. S. COXE, *Sol. for Complainants.*

Thereupon the said cause was regularly continued at Rules until the first Monday of July, A. D. 1836, when the said Defendants by their Solicitor aforesaid, filed in the said cause the following Interrogatories and Depositions, to wit:

WILLIAM STEWART,
JAMES STEWART,
JOHN GLENN
and others,
vs.
THE WASHINGTON BRIDGE COMPANY,

Interrogatories,
On the part of the Defendant, to be propounded to the Witnesses.

Interrogatory 1st. Are you or are you not, or have you, or have you not been at any time, and when, the clerk and treasurer, or the clerk or Treasurer, of the Washington Bridge Company, and have you now, or have you, or have you not, at any time, and when, had the possession and custody of the books and papers of the said Company.

Int. 2nd. Look at the Defendants Exhibit, No. 1. now shewn to You. Is it, or is it not in Your hand writing: And is it, or is it not a true Copy of the by-Law of the said company as entered in their Books. And have You, or have You not, compared the same with the original.

Int. 3d. Was, or was not a large part of the Washington Bridge which had been erected by the said company, broken up and carried away by the ice and flood on or about the 23d of February, 1831, or at any other and what time: And was it, or was it not, necessary, in order to repair the same, that the said company should call upon the stockholders to pay an instalment of ten dollars on each share of the stock. How many instalments had been previously called for by the company? And what part of the whole Capital Stock of two hundred thousand dollars had been actually paid in by the stockholders, and received by the company before the said 23d of February, 1831.

Int. 4th. Look at the Dfts. exhibit No. 2, now shewn to You. Is, or is not the same, in Your hand writing. Is, or is not the copy therein contained, of a certificate of a meeting of the Washington Bridge Company held on the 8th of April, 1831, a true copy of the original certificate signed by D. D. Arden, Chairman, and J. B.

Ladd, Sec'y, and is, or is not the said original in your possession, if Yea, produce the same. Do you, or do you not know the hand writing of the said D. D. Arden, and the said J. B. Ladd, and are or are not their signatures thereto in their respective hand writing? Was You or was You not directed by the President of the said company to enter the same on their books, as the proceedings of the said company? And did You, or did You not so enter them? Was or was not the said meeting called by the board of Directors of the said company, or a majority of the said board, and by the proprietors of one-third of the shares actually subscribed for. Is, or is not, the copy of the notice contained in the Dft's Exhibit No. 2, a true copy of the notice of the said meeting of the company of the 8th of April, 1831, as published, and was or was not the same published in the National Intelligencer, in the City of Washington, or in any other and what Gazette, for three weeks successively before the said 8th day of April, 1831, or otherwise, and when, and how long? Was or was not the said meeting of the said company held in the city of Washington, on the said 8th day of April, 1831, as stated in the said certificate of the said D. D. Arden, and the said J. B. Ladd? Is, or is not the said D. D. Arden, now living? If not, when did he die?

Int. 5th. Did, or did not the President & Directors of the said company borrow, or obtain by loan on the credit of the said company the moneys which they deemed necessary for repairing the bridge, and did they, or did they not call for an instalment of ten dollars on each share payable on the first Monday of May, then next ensuing, or at any other time and when?

Int. 6th. Look upon the Defendants Exhibit No. 3, now shewn to You. Is it, or is it not in your hand writing, and is it, or is it not a true copy of an advertisement published in the National Intelligencer, in Washington City, and the Phenix Gazette, in Alexandria, or in any other and what Gazette or Gazettes for 4 weeks, or any other and what period of time next following the 22d day of April, 1831, or any other and what day? And did or did not the said President and Directors call for the said instalment in the manner stated in the said advertisement, and was, or was not the said advertisement signed by You, by order of the said President and Directors.

Int. 7. Look upon the Defendants Exhibits No. 4, 5, 6 and 7, with Your Certificates thereto annexed, are or are not the facts stated in Your said Certificates true as therein stated.

Int. 8. Look on the Defendants Exhibit No. 8 now shewn to You. Is it, or is it not, in Your hand writing. And is it, or is it not, a true copy and statement of the proceedings of the President and Directors of the Washington Bridge Company of the 21st. of June, 1832, as entered upon the books of the said Company.

WILLIAM STEWART,
JAMES STEWART
and others
vs.
THE BRIDGE COMPANY.

In Chancery.
Deposition taken by Consent.

Answer of John H. Reily, a witness sworn on the part of the Defendants in the above entitled cause, to the questions propounded to him on the part of said Defendants. To the first he answers and says:—

I have been both clerk and treasurer of the said company for several years; and I had during that time and still have the custody and possession of the books and papers of the said company.

To the 2nd. It is in my hand writing, and is a true copy of the By-Law of the said company as entered in their books, and I have compared it with the original.

To the 3rd. A large part of the said Bridge was broken up and carried away about the 23rd day of February, 1831; and it was thought necessary by the said company in order to repair it, that the said company should call upon the stockholders to pay an instalment of ten dollars on each share of the stock, I do not know how many instalments had been previously called for by the company, nor the amount of any or either of the previous instalments, ninety-nine thousand six hundred dollars had been actually paid in by the stockholders, and received by the company before the said 23rd February, 1831, and at least ten or twelve years before.

To the 4th. Exhibit No. 2 is in my hand writing. It is the copy of a certificate of a meeting of the Washington Bridge Company, held on the 8th of April, 1831, signed by D. D. Arden, Chairman, and J. B. Ladd, Secretary. *The* original is in my possession, and I herewith produce the same. I know the hand writing of Daniel D. Arden, and also that of J. B. Ladd, and I believe the signature to the said paper to be their respective hand writings. I was directed by the President of the said company to enter the said certificate on their books as the proceedings of the said company, and I did so enter it, the said meeting was called by me by the direction of Dr. F. May, the President of the said company, but I do not know whether it was or was not ordered by the proprietors of one-third of the shares actually subscribed for, the copy of the notice contained in Defendants Exhibit No. 2, is a true copy of the notice calling the meeting of the said company, for the 8th April, 1831, as published, the said notice was published in the National Intelligencer, in the City of Washington, and in the Phenix Gazette, in Alexandria. I do not know how long it was published, the said meeting was held in the City of Washington, on the said 8 day of April, 1831, as stated in the said certificate of D. D. Arden, and J. B. Ladd, but I was not myself present at the said meeting. D. D. Arden, has been dead for several years.

To the 5th. The President and Directors of the company did not borrow or obtain any money by loan on the credit of the said company, but they called for the payment of ten dollars upon each share, payable in ten equal monthly payments, as appears by the paper filed by the Defendants, and marked as their Exhibit No. 3.

To the 6th. Exhibit No. 3 is in my hand writing, and was made out by me to be published in the National Intelligencer in this city, and the Phenix Gazette of Alexandria, by order of the President of the said company, I do not know how long it was published nor

where, it is a call by the President and Directors of the said instalment and was signed by me, as treasurer, by order of the President of the said company.

To the 7th. The facts stated in certificate No. 4, 5, 6 and 7, are true to the best of my knowledge, recollection and belief.

To the 8th. Exhibit No. 8 is in my hand writing, and is a true copy and statement of the proceedings of the President and Directors of the Washington Bridge Company, of the 21 June, 1832, as entered by me on the books of the said company, by the direction of its President. But I wish it to be understood that I never was present at any of the meetings of the said Board, and that the proceedings were always kept by some member of the Board and handed to me for record.

JNO. H. REILY.

And being cross examined on behalf of the Complainants in said bill, the said witness says:—

The annexed copy from the book of accounts of the said company subscribed by me shews the sums paid, the persons paying, and the dates of payment by them respectively, made under, and by virtue of the call required by the meeting of the 8th Apl., 1831.

There was no interest called for or paid by the company to any of the stockholders upon the payments by them so made.

All the surplus funds of the company have been distributed and paid excepting about thirty six hundred and twelve dollars and ten cents, which has been invested in stock, and is held to await the determination of this suit. Mr. J. B. Ladd who officiated as Secretary of the meeting of the stockholders, on the 8th April, 1831, never was himself a stockholder in said company, but had the proxy of some one or more of the stockholders. There are no books or papers in my possession which will shew the manner in which the instalments were formerly paid or called for.

JNO. H. REILY,

Agreed to be admitted in evidence without oath.

R. S. COXE,
for Compl's.
JOS. H. BRADLEY,
for Def'ts.

Thereupon the said cause was regularly continued at Rules until the fourth monday of March, A. D. 1837.—Whereupon with the consent of the parties aforesaid, by their Solicitors aforesaid, and by order of the Court had thereon, the said cause is set for hearing on the bill answered and exhibits, depositions and general replication, and the said cause further continued until the fourth monday of November, A. D. 1838, when the said bill, answer, &c. being seen, heard and read by the Court, and the parties by their Solicitors being heard, and the matter being fully understood, the Court after mature deliberation made the following decree in the premises, to wit:

STEWART & OTHERS
vs.
WASHINGTON BRIDGE COMPANY.

This cause having been set for hearing upon the bill, answer, general replication, exhibits and evidence, and coming on to be heard, and argued by Counsel, it is on this twenty-ninth day of November, in the year eighteen hundred and thirty eight, after full consideration ordered, decreed and adjudged, that the rights and interests of the complainants and the other stockholders in said bill of complaint mentioned, and who have come in or may come in before the final determination of this cause, and procure themselves to be made parties to these proceedings, have not been and were not forfeited under and by virtue of the proceedings of said Bridge Company, stated and set forth in the said answer and exhibits and evidence, but that the same remain in full force and virtue, and that said parties are respectively entitled to their proportion of the sum of twenty thousand dollars, mentioned and stated in said bill of complaint as stockholders in said company, and that in order to fix and adjust the said proportions or shares of said parties, there be first deducted the sum of $10561 $\frac{55}{100}$ mentioned in said answer, being the sum advanced by certain stockholders as therein mentioned, with interest thereon from the time the same was advanced to the time of the receipt of the said $20,000, being an average of nine months for which said interest is to be calculated. Also the sum of $568 25, being the amount of unclaimed dividends expended on the said Bridge, with interest thereon, from the time of said expenditure to the receipt of said $20,000, and that subject to such deductions and after the same shall have been made, the said complainants are respectively entitled to and shall receive their full share and proportion of the interest on the same, which shall have been earned and made of the said sums so due to them respectively pending this suit, under the investment made thereof by complainants.

And it is ordered that the other items claimed to be deducted be rejected, no evidence having been offered to shew their character or amount.

And it is further ordered that the case be referred to the Auditor to state and account in conformity with the principles laid down in this decree.

By order of the Court.

WILLIAM BRENT, *Clk.*

And whereupon the said plaintiffs by their Solicitor aforesaid, prayed an appeal from the judgment and decree aforesaid, made by the Court aforesaid in the premises, to the Supreme Court of the United States, and to them it is granted,

Whereupon he filed in Court here the following appeal bond, to wit,

Know all men by these presents, that We the Washington Bridge Company, and William Cranch and Frederick May, are held and firmly bound unto William Stewart, James Stewart and John Glenn, in

the full and just sum of two hundred dollars, to be paid to the said William Stewart, James Stewart and John Glenn, their certain Attorney, executor, administrator or assigns, to which payment, well and truly to be made, we bind ourselves, our respective successors, heirs, executors and administrators, jointly and severally, firmly by these presents, sealed with our respective seals, and dated this seventh day of December, A. D. 1838.

Whereas lately at a Circuit Court of the District of Columbia, setting as a Court of Equity for the County of Washington, in a cause wherein the said William Stewart, James Stewart and John Glenn were complainants, and the said Washington Bridge Company were defendants, a decree was rendered against the said defendants, from which decree the said defendants have prayed, and entered an appeal in the Supreme Court of the United States.

Now the condition of the above obligation is such that if the said Washington Bridge Company, shall prosecute their said appeal with effect, and answer all damages and costs if they fail to make their plea good, then the above obligation to be void, otherwise to remain in full force and virtue.

Signed, Sealed and Delivered
In presence of
JOHN MARBURY.

FRED. MAY, *Pres't.*
Wash'n Bridge Co.
W. CRANCH. [SEAL.]
FREDK. MAY, [SEAL.]

Approv'd,
7 Dec 1838.

J. S. MORSELL.
Ass't Judge, ss.

And the same being approved of it is ordered that a Record of the proceedings aforesaid with all things thereunto relating be transmitted to the said Supreme Court of the United States, which is done accordingly.

In testimony whereof, I have hereunto Subscribed my hand and affixed the Seal of the said Court, this 20th day of December, 1838.

WILLIAM BRENT, Cl.